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RECORDATION NO. 24409-B FILED

SEP 03 '03

11-44AM

**SURFACE TRANSPORTATION BOARD**



September 2, 2003

Barbara Sadler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of April 14, 2003 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, New York, NY 10036

Lessee: **ST. MARYS CEMENT INC. (U.S.)**  
250 Jefferson Ave., Cleveland, OH 44113

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **ST. MARYS CEMENT INC. (U.S.)**, covering 40 hopper cars with reporting marks and numbers – CEFX 82405– CEFX 82456, NOT INCLUSIVE

Please file this memorandum as a SECONDARY document to Recordation #24409 dated 4/14/03 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

*Sherry Lewey*  
Sherry Lewey

Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 14<sup>th</sup> day of April, 2003, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and ST. MARYS CEMENT INC. (U.S.), a Delaware corporation, with an address at 250 Jefferson Ave., , Cleveland, OH 44113 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of March 28, 2002 covering the equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on 4/14/03 and given Recordation Number 24409.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: [Signature]  
Name: Richard Latini  
Title: Senior Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

ST. MARYS CEMENT INC. (U.S.)

By: [Signature]  
Name: James Reznik  
Title: Distribution Manager

## Schedule A

Number of Cars		Equipment Description
40		3,250 C.F. covered hopper car with gravity gates and round hatches
1	CEFX	82405
2	CEFX	82406
3	CEFX	82407
4	CEFX	82408
5	CEFX	82411
6	CEFX	82412
7	CEFX	82414
8	CEFX	82416
9	CEFX	82422
10	CEFX	82423
11	CEFX	82426
12	CEFX	82428
13	CEFX	82429
14	CEFX	82430
15	CEFX	82431
16	CEFX	82432
17	CEFX	82433
18	CEFX	82434
19	CEFX	82435
20	CEFX	82436
21	CEFX	82437
22	CEFX	82438
23	CEFX	82439
24	CEFX	82440
25	CEFX	82441
26	CEFX	82442
27	CEFX	82443
28	CEFX	82444
29	CEFX	82445
30	CEFX	82446
31	CEFX	82447
32	CEFX	82448
33	CEFX	82449
34	CEFX	82450
35	CEFX	82451
36	CEFX	82452
37	CEFX	82453
38	CEFX	82454
39	CEFX	82455
40	CEFX	82456